

Proposed
H-(b)11 Package

Annual/Current Report

General Instructions
Current Reporting Instructions

OTS Form H-(b)11

Rev. 4/2004 Previous Editions Obsolete
Office of Thrift Supervision
Annual/Current Report H-(b)11

The Office of Thrift Supervision will use this information to monitor whether savings and loan holding companies are in compliance with applicable statutes, regulations and conditions.

Filed pursuant to Section 10(b)(2) of the Home Owners' Loan Act, as amended, and 12 C.F.R. Section 584.1(a).

Section 10(b)(2) of the Home Owners' Loan Act, as amended, and 12 C.F.R. Section 584.1(a) require each savings and loan holding company ("you") to file Annual and Current Reports. Reports not substantially prepared in accordance with these instructions, and not containing all required information, will not be accepted for filing. Any omission or misrepresentation of material fact may subject you to legal sanctions.

If you are registered as a trust (other than a business trust), a secured creditor or a corporate trustee, you are not subject to the filing requirements set forth herein.

If you are a multi-tier holding company, you may file combined reports, provided that the required information is supplied for each holding company.

PAPERWORK REDUCTION ACT STATEMENT

Public reporting burden for this collection of information is estimated to average two hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, formatting the information, and completing and reviewing the collection of information. If a valid OMB Control Number does not appear on this form, you are not required to complete this form. Send comments regarding this burden estimate or any other aspect of this collection of information, including suggestions for reducing this burden, to the Office of Thrift Supervision, Supervision Policy, 1700 G Street, N.W., Washington, D.C. 20552; and to the Office of Management and Budget, Paperwork Reduction Project (1550-0060), Washington, D.C. 20503.

OMB NO. 1550-0060

Rev. April 2004 (Previous Editions Obsolete)

Office of Thrift Supervision

Report H-(b)11

Holding Company Docket Number H-__ __ __ __

Annual Report For the Fiscal Year Ended _____

OR

Current Report For the Quarter Ended _____

OR

For the Event on _____

Filed Pursuant to Section 10(b)(2) of the Home Owners' Loan Act, as amended, and
12 C.F.R. Section 584.1(a).

Name of Holding Company

Address of Executive Office

Name, Telephone Number, and Mailing Address of
the Individual To Whom Communications are to be sent

E-Mail Address

General Instructions

1. Use of the Form
2. Preparation of Report
3. Filing Requirements
4. Public Information
5. Definitions

1. Use of the Form

(a) This version of Form H-(b)11 replaces all prior versions of Form H-(b)11. The Annual Report is required to be filed annually within 90 days of the end of your fiscal year. In addition, Current Reports must be filed within 45 days of the end of each quarter (except the fourth quarter of your fiscal year) and when there has been a material change in any of the information reported.

(b) The Annual Report must provide a response to each Item. The Current Report that is due within 45 days of the end of each quarter (except the fourth quarter of your fiscal year) must also provide a response to each item. Any other Current Report must provide a response only for those Items in which a material change has occurred. In addition, except for the statement of changes in beneficial ownership of securities by directors, officers and principal shareholders, all Securities and Exchange Commission (SEC) filings must be submitted under cover of a Current Report and filed simultaneously with the filing of such statements with the SEC. Beneficial ownership statements may be filed solely in electronic form.

(c) All amendments should be filed under cover of this form and clearly identified as amendments. Items should be numbered consecutively and comply with all pertinent requirements of the Report, including the certification page.

2. Preparation of Report

(a) Information should be presented in a manner that allows the reader to understand what is being conveyed without referring to the instructions for the Item.

(b) Include an index of Items and Sub-Items.

(c) The Report and all attachments must be clear and easily readable in English on pages (folded or unfolded) that do not exceed 8-1/2 x 11 inches.

(d) Unless specifically noted otherwise, information regarding subsidiaries of the savings association(s) may be omitted.

(e) Material contained in exhibits to this Report, or on file with OTS, may be incorporated by reference in answer or partial answer to any Item. The location of the incorporated material should be clearly specified, including page, item and/or paragraph number.

3. Filing Requirements

One original Report, including exhibits and other pertinent papers and documents, shall be filed in hard copy with the OTS Regional Office(s) that has supervisory authority over an insured subsidiary. One additional copy shall be converted to PDF format and submitted on disc along with the hard copy. All copies should be clearly captioned as to type of filing and should include all exhibits and other pertinent documents.

Authority to modify reporting requirements is delegated to the Regional Director or his/her designee. Items of this Report may be waived or modified if deemed to be overly burdensome, otherwise reported to OTS, or immaterial in a given case. Requests for waivers or modifications, and the rationale for granting such requests, must be documented in writing. Waivers or modifications to reporting requirements may be reconsidered during each applicable reporting period.

4. Public Information

Unless special arrangements are made with OTS, all materials filed as part of this Report are available for public inspection. Should you desire to have "confidential" treatment accorded any information submitted as part of this Report (mainly biographical data and financial projections), such material should be separately bound, and the PDF copy provided on a separate disc, and labeled "confidential" and accompanied by a formal request stating the reasons for filing such information confidentially.

If any material has been granted confidential treatment under state or federal laws, or by a government agency, or if the disclosure would be contrary to the policies/rules of the New York Stock Exchange and/or the SEC, or the requirements of other sovereign countries, such a circumstance should be described. OTS will advise you of any decision to make information that is labeled "confidential" available to the public. It should be understood that, in the settlement of litigation, it may be necessary for OTS to release materials that are given "confidential" treatment.

5. Definitions

The terms used in this Report, unless specifically defined in the instructions to an Item, have the meaning commonly ascribed to them in commercial/financial usage or as specified in Section 10 of the Home Owners' Loan Act, as amended, and 12 C.F.R. Parts 583, 574 and 561.

Index of Items of the Annual/Current Report

Item 1	Filing of Statements with the Securities and Exchange Commission
Item 2	Other Materially Important Events
Item 3	Financial Statements
Item 4	Exhibits

Item 1. Filing of Statements with the Securities and Exchange Commission

Except for the statement of changes in beneficial ownership of securities by directors, officers and principal shareholders, you are to submit a copy of all materials that you file with the SEC, including filings under both the Securities Act of 1933 and the Securities Exchange Act of 1934, as well as any filings with any State authority in connection with any intrastate offering, under cover of this Report. Securities filings of insured subsidiary institutions are filed with OTS separately, and need not be included. Beneficial ownership statements may be filed solely in electronic form. If you are not an SEC filer, note this in your filing.

Item 2. Other Materially Important Events

You shall report under this Item any information that is not specifically requested in this Report, but which may affect the records of OTS (i.e., a name change) or which may affect the subsidiary association, such as material litigation, changes to senior management, unexpected economic events, etc. Information that you deem to be of material importance should also be reported under this Item.

Item 3. Financial Statements

Financial statements of savings and loan holding companies, except those of personal trusts, banks and insurance companies, must be audited by an independent public accountant if its insured subsidiary has consolidated assets of \$500 million or greater.

In determining whether this audit requirement applies, multiple holding companies should aggregate the assets of all insured subsidiary institutions. If you have audited statements prepared for purposes other than OTS requirements, (e.g., SEC requirements or similar requirements by regulators of other countries) you should provide a copy to OTS. All of your financial statements must be prepared in accordance with generally accepted accounting principles, or statutory accounting principles. Except for those financial statements prepared in conformity with statutory requirements of other financial regulators, the format of the financial statements should be consistent with the financial statement presentation requirements set forth in SEC Regulation S and Industry Guide 3. (Copies of this publication are available for sale from the Superintendent of Documents, U.S. Government Printing Office, Washington, DC 20402.)

Except for those holding companies that prepare financial statements in conformity with statutory provisions of other financial regulators, the following financial statements are to be filed as part of this Report. Any requests for modification or waiver of these requirements should be directed to the appropriate OTS Regional Director.

A. Consolidated Statements

1. Consolidated statements of financial condition of you and your subsidiaries, and consolidated statements of operations, cash flow and retained earnings or equity statements of you and your subsidiaries must be filed for the fiscal year under report.
2. Unaudited consolidating schedules must be filed with the consolidated statements.
3. You must follow the consolidated statement principles of inclusion or exclusion that will clearly exhibit the financial condition and results of operations of you and your subsidiaries.
4. In multi-tier holding company structures, when a combined Report is filed from all the holding companies at one time, audited consolidated statements and unaudited consolidating schedules should be provided for each company as would be required if the subsidiary holding company were filing independently. Alternatively, audited consolidating schedules filed with consolidated statements at the top tier is acceptable.

5. If you do not have a thrift subsidiary that files a Thrift Financial Report (TFR), you must complete Schedule HC of the TFR. You may obtain a copy of the Schedule HC form and instructions from the Office of Thrift Supervision website (www.ots.treas.gov), or by contacting your local regional office. This submission will automatically be given confidential status, consistent with the instructions of the Thrift Financial Report.

B. Unconsolidated Subsidiaries and Other Persons

1. For each subsidiary that is not consolidated, excluding subsidiary savings associations, statements of financial condition, operations, cash flow and retained earnings or equity must be filed as would be required if the subsidiary were itself a holding company. Insofar as practicable, these statements must be as of the same dates or for the same periods as your own consolidated statements.

2. If the fiscal year of any unconsolidated subsidiary has ended within 90 days before the date of filing of the Report, or ends after the date of filing, financial statements of the subsidiary for such fiscal year must be filed as an amendment to the Report within 120 days after the end of the subsidiary's fiscal year. In addition, unaudited statements as of the same date as your consolidated statements must be filed if statements for the same period are not available.

Item 4. Exhibits

In addition to the material required in Items 1 through 3, you should also submit copies not previously filed of your charter and bylaws or instruments corresponding thereto (e.g., partnership agreement, trust agreement). Any changes to your bylaws, charter or corresponding instruments would be deemed a material event and a copy of the revised document must be filed.

Certification

Pursuant to the requirements of Section 10(b)(2) of the HOLA, as amended, the Holding Company making this Report has caused this filing to be signed on its behalf by the undersigned, duly authorized.

Name of Holding Company

The undersigned principal executive or principal financial officer of the Holding Company making this Annual Report acknowledges and certifies that the information contained herein, including forms or exhibits, has been carefully reviewed, and that such information is true, correct and complete.

Name and title of officer signing on behalf of the Holding Company

Attest:

Name and title

Date: _____